

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

MORINVILLE,)	Case No. 20-cv-00980
)	
Plaintiff,)	
)	
v.)	
)	
OVERWATCH)	
TECHNOLOGIES, INC. ET)	
AL.,)	
)	
Defendants.)	

PLAINTIFF’S MOTION TO AMEND COMPLAINT
EXHIBIT G

R.J. Shannon

From: Clive Barrett <Clive.Barrett@fcfg.com.au>
Sent: Thursday, March 19, 2020 8:04 PM
To: Emmanuel Correia
Subject: Fwd: Miscellaneous
Attachments: Monthly Burn Rate Effective April 1, 2020).docx; ATT00001.htm; Unpaid Invoices - BioEye (15 March 2020).xlsx; ATT00002.htm; Unpaid Invoices - Overwatch (19 March 2020).xlsx; ATT00003.htm

Begin forwarded message:

From: Terry Fokas <terry.fokas@overwatchdh.com>
Date: 20 March 2020 at 12:03:24 pm AEDT
To: Clive Barrett <Clive.Barrett@fcfg.com.au>
Subject: RE: Miscellaneous

See attached monthly burn rate effective April 1, 2020 (\$70,000); past due invoices for BioEye (\$32,000); and past due invoices for Overwatch (\$160,545.48)

From: Clive Barrett <Clive.Barrett@fcfg.com.au>
Sent: Thursday, March 19, 2020 2:40 AM
To: Terry Fokas <terry.fokas@overwatchdh.com>
Subject: Re: Miscellaneous

I've had some late afternoon conversations with shareholders and some questions arose. They're all reasonable given the current situation. Also, the AUD dropped significantly against the USD today.

- * What progress are we expecting to achieve over the next 4 months?
- * What's our plan if the Coronavirus crisis is not over after 4 months?
- * Can you please send the budget with the \$70K monthly cash burn.
- * Do we have a budget with sales projections for Eympair?

We can address everything during tomorrow's call, including the message you'll be sending to current shareholders for this capital raise.

Thanks, Terry.

I called you to discuss but I know it's pretty late there. We can talk it through tomorrow.

On 19 Mar 2020, at 2:42 pm, Terry Fokas <terry.fokas@overwatchdh.com> wrote:

Clive,

I didn't anything to add to the call with Adam for obvious reasons but there are a few things I wanted to run by you:

First, I've asked an Australian securities lawyer in Sydney to find out from his contacts at the ASX if an Application for In-Principle Advice was ever submitted by RNL. I'm not accusing Adam of lying to us about filing an Application back in

February (at this juncture) but it would make me feel a lot better of what is going on with our listing if I knew that something had been even filed with the ASX. Second, I still have my doubts about Adam's claim that third-party validation will suffice to obtain listing approval. That is just too vague a position. Does that mean that for listing approval purposes I can have a neurosurgeon friend of mine in Houston write something on his medical office letterhead that he's reviewed BioEye's internal machine learning processes and procedures and data and that he's satisfied that they are legitimate? Or does the validation need to be from a reputable (and how is "reputable" defined?) medical analytics firm that needs to undertake an extensive due diligence review and then write up a multi-page analysis and conclusion paper?

Stated another way, it is inconceivable to me that the guidance from James Rowe to Adam for ASX listing approval was so vague that almost any third-party can provide something that will be sufficient for the ASX listing compliance group. Bureaucratic organizations like securities exchanges with anal compliance types simply don't operate under such amorphous parameters. I'm very concerned that we're going to end up throwing away \$15,000 - \$20,000 for a third-party validation that isn't sufficient or because this third-party validation requirement isn't real.

Third, Adam's promise to speak to the RNL shareholders is just a promise and that won't keep the lights on at Overwatch. What happens if Adam doesn't come through? When will we know whether or not Adam will be able to raise any money from RNL shareholders?

Fourth, what happens if Overwatch's existing shareholders don't invest any meaningful sums or don't invest anything at all? Are you and/or your network able and willing to come up with the amounts necessary to get funds into Overwatch? And speaking of funds, the amount we need to raise is actually \$400,000: \$100,000 for past due contractor and employee fees and \$300,000 for four months of operational runway (i.e. monthly burn rate of \$75,000/month for employees and expenses).

Fifth, what is the timing of any funds coming into Overwatch? We are going into the third week of March and folks still haven't gotten paid (and this is on top of some folks – myself and Stephanie included – who didn't get paid for February) and the stress level for everyone is very high because of mortgage and rent obligations, childcare expenses, groceries, etc. that need to be addressed by our employees. I'm not saying that we need to raise the entire \$400,000 soon but if we can raise \$100,000 this week to pay everyone for March and to pay a few contractors some of their money from February (I'll don't plan on paying myself and Stephanie for February until further down the road when we have raised significantly more money), that would be optimal. If you don't think \$100,000 this week is doable, can you please let me know?

We can discuss all this on tomorrow's call with Manny.

Terry

Terry Fokas

Chief Executive Officer

Overwatch Digital Health, Inc.

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